

**DECLARATION AND POWER OF ATTORNEY**

As the inventor named below, I declare that:

This is a declaration and power of attorney to accompany the patent application for the invention entitled CLOSTRIDIAL TOXIN DERIVATIVES AND METHODS FOR TREATING PAIN, filed herewith as a 56 page specification, including 66 claims. My residence, post office address, and citizenship are as stated below next to my name. I believe that I am the original, first and sole inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled CLOSTRIDIAL TOXIN DERIVATIVES AND METHODS FOR TREATING PAIN. The specification of the invention is attached hereto.

I hereby further declare that I have reviewed and understood the contents of the above identified specification, including the claims. I acknowledge the duty to disclose information which is material to the examination of this application in accordance with 37 C.F.R. section 1.56, and in compliance with this duty there is attached an Information Disclosure Statement.

Please send all correspondence and direct all inquiries to:

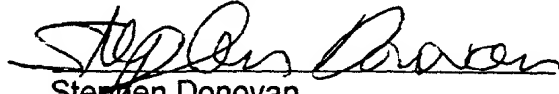
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As the inventor and applicant for letters patent, I hereby appoint:

Stephen Donovan, registration number 33,433; Martin Voet, registration number 25,802; Robert J. Baran, registration number 25,806, Carlos Fisher, registration number 36,510, and Frank Uxa, registration number 25,612 as the attorneys to prosecute this application and to transact all business in the Patent and Trademark Office related thereto.

I further declare that: all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; any and all statements made herein were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment or both, under Section 1001 of Title 18 of the United States Code, and that any such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Date: January 19, 2000

  
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